

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
	: (Jointly Administered)
Debtors	:
	:
-----X	

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF TEXAS)
)
COUNTY OF HARRIS)

David B. Weinstein, being duly sworn, deposes and says:

1. I am a partner of PILLSBURY WINTHROP SHAW PITTMAN LLP ("PWSP") which firm maintains offices at 2 Houston Center, 909 Fannin, Suite 2200, Houston, Texas 77010 as well as the locations listed on Exhibit "A" attached hereto.

2. Neither I, PWSP, no any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtor-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. PWSP, has represented and advised the Debtors in connection with a lawsuit filed in Harris County, Texas against CONDURA, S. DE R.L. DE C.V., a Mexican subsidiary of the Debtors. The lawsuit is styled: *Strategic Distribution Marketing de Mexico, S.A. de C.V. and Strategic Distribution Services de Mexico, S.A. de C.V. v. Condura, S. de R.L. de C.V. and Eaton Corporation*, Cause No. 2002-46761, pending in the 190th Judicial District Court of Harris County, Texas (the "Condura Lawsuit").

4. The Debtors have requested, and PWSP has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1130, as amended (the "Bankruptcy Code"), with respect to the Condura Lawsuit. The Debtors have requested, and PWSP proposes, to render the following services to the Debtors in connection with the Condura Lawsuit:

PWSP will complete all preparations for the trial of the Condura Lawsuit which is currently scheduled to go forward in January, 2006. Trial preparation shall include, without limitation, completion of discovery, preparation and argument of pre-trial motions, preparation of witnesses, client strategy consultations and preparation of all trial matters. PWSP will conduct the trial of the Condura Lawsuit along with all pre- and post-trial matters and motions. PWSP shall consult with the Debtors regarding any advisable post-judgment matters including, without limitations, issues for appeal or collection of any judgment.

5. PWSP's current fee arrangement provides that PWSP bills the Debtors on a monthly basis. The Debtors are billed on an hourly rate for work by attorneys and legal assistants as follows: appellate partners (\$405); trial partners (\$275); associates (\$195); and legal assistants (\$85). In addition, PWSP is reimbursed monthly for all costs and expenses incurred in connection with the matter including, without limitation, travel expenses, expert witness fees, filing fees and exhibit and document production costs.

6. Except as set forth herein, no promises have been received by PWSP or any partner, or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

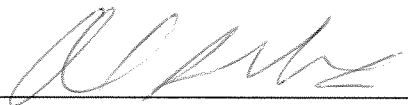
7. PWSP has no agreement with any entity to share with such entity any compensation received by PWSP.

8. PWSP and its partners may have in the past represented, currently represent, and may in the future represent entities that are claimants against the Debtors . Other than as disclosed in the Rule 2019 Notice attached hereto as Exhibit "B", PWSP does not represent any such entity in connection with these pending Chapter 11 cases and does not have any relationship with any such entity that would be adverse to the Debtors or their estates. With respect to the matters set forth in the attached Rule 2019 Notice, PWSP received conflict waivers from the Debtors prior to accepting such representations.

9. Other than outstanding, pre-petition bills related to and future fees to be incurred in connection with the Condura Lawsuit, neither I, PWSP, nor any partner thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matter upon which PWSP is to be engaged.

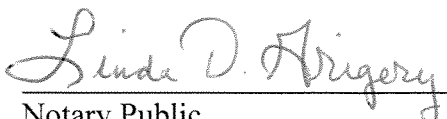
10. The foregoing constitutes the statement of PWSP pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

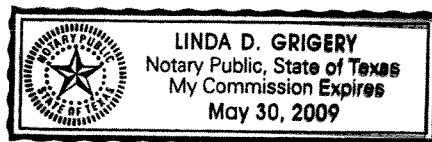


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Subscribed and sworn before me
this 28th day of November, 2005



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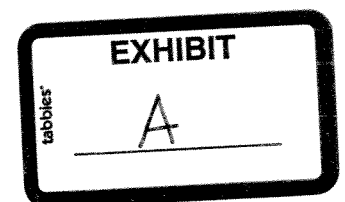
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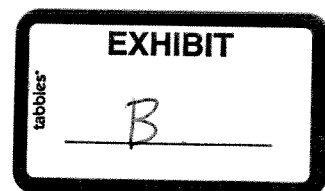
**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
DELPHI CORPORATION., et al.,	:	Case Nos. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	

**VERIFIED STATEMENT OF
MULTIPLE PARTY REPRESENTATION UNDER
FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019(a)**

Pillsbury Winthrop Shaw Pittman LLP (“PWSP”) hereby submits this verified statement pursuant to Federal Rule of Bankruptcy Procedure 2019(a) concerning its representation of multiple parties-in-interest in the above-captioned cases.

1. In connection with the above-captioned cases, PWSP represents (i) MeadWestvaco Corporation (“MeadWestvaco”), (ii) MeadWestvaco South Carolina LLC (“MSCC”), (iii) MeadWestvaco Virginia Corporation (“MVC” and, together with



MeadWestvaco and MSCC, the “MeadWestvaco Companies”), (iv) Clarion Corporation of America (“Clarion”), and (v) Apple Computer, Inc. (“Apple”). The MeadWestvaco Companies, Clarion and Apple will be collectively referred to herein as the “Creditors.”

2. MeadWestvaco is located at One High Ridge Park, Stamford, Connecticut 06905. MeadWestvaco is a supplier to certain of the Debtors, is or may become a creditor of the Debtors, and has retained PWSP to represent its interests in the above-captioned cases. PWSP was retained in this particular matter after the petition date.

3. MSCC is located at One High Ridge Park, Stamford, Connecticut 06905. MSCC is a supplier to certain of the Debtors, is or may become a creditor of the Debtors, and has retained PWSP to represent its interests in the above-captioned cases. PWSP was retained in this particular matter after the petition date.

4. MVC is located at One High Ridge Park, Stamford, Connecticut 06905. MVC is a supplier to certain of the Debtors, is or may become a creditor of the Debtors, and has retained PWSP to represent its interests in the above-captioned cases. PWSP was retained in this particular matter after the petition date.

5. Clarion is located at 661 West Redondo Beach Boulevard, Gardena California, 90247-4201. Clarion is a creditor of certain of the Debtors and has retained PWSP to represent its interests in the above-captioned cases. PWSP was retained in this particular matter after the petition date.

6. Apple is located at 1 Infinite Loop, Cupertino California, 95014. Apple is a creditor of the certain of the debtors and has retained PWSP to represent its interests in the above-captioned cases. PWSP was retained in this particular matter after the petition date.

7. PWSP's representations are separate and concern claims and interests of different origins of different creditors or parties in interest. The claims are not under, or in connection with, PWSP's clients acting together pursuant to a group or committee arrangement. The MeadWestvaco Companies, Clarion and Apple retained the firm separately, and several different members of, counsel to, and associates with, PWSP are working on matters pertaining to the claims and interests in these bankruptcy cases.

8. PWSP does not own any claims against the Debtors other than in connection with its representation of certain of the Debtors in matters arising in the ordinary course of the Debtors' businesses.

9. PWSP may also represent other clients in matters pertaining to Delphi Corporation or its affiliates, and is currently gathering additional information concerning such matters, and in the future may or may not undertake other engagements. Those representations may or may not result in representation in these bankruptcy cases. If PWSP is retained on behalf of another party-in-interest in these chapter 11 cases, PWSP will supplement this Statement.

10. PWSP and the Creditors reserve the right to supplement or amend this statement at any time in the future and to represent additional persons who are or may be creditors of these Debtors or to withdraw from any representation now or hereafter undertaken by PWSP.

Dated: November 22, 2005

Respectfully submitted,
PILLSBURY WINTHROP SHAW PITTMAN LLP


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I, Mark D. Houle, certify under penalty of perjury that to the best of my knowledge, the foregoing is true and correct.

November 22, 2005



Mark D. Houle

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Attorneys for Clarion Corporation of America

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
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DELPHI CORPORATION., et al.	:
	:
	:
Debtors.	:
	:
-----X	

Chapter 11
Case No. 05-44481
(Jointly Administered)

CERTIFICATE OF SERVICE

The undersigned hereby certifies that true and correct copies of the following documents;
Verified Statement of Multiple Party Representation Under Federal Rule of Bankruptcy Procedure 2019(a), were served by depositing the same in pre-paid first class envelopes in an official depository of the United States Postal Service maintained at 1540 Broadway, New York, NY 10036, to the parties on the attached service list on the 22nd day of November, 2005.

/s/ Stacy Knobloch
Stacy Knobloch

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